

BYLAWS*

of the

**Bluegrass Amateur
Radio Society, Inc.**

P.O. Box 4411
Lexington, Kentucky 40544-4411

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PREAMBLE

Let it be known that we, the Bluegrass Amateur Radio Society, Incorporated, do hereby associate ourselves as a nonprofit and educational organization. We are organized exclusively for an altruistic combination of educational, scientific, and public service purposes related to Amateur Radio activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Federal tax code). Hereinafter when the word “BARS” is mentioned, it should be taken to mean the Bluegrass Amateur Radio Society, Inc.

It shall be our goal to:

1. Selflessly facilitate the exchange of Amateur Radio information and general cooperation between BARS members and other individuals and groups, promote Amateur Radio knowledge and individual operating efficiency;

and
2. Conduct programs and activities to enhance the general education, interest, public service, and welfare of Amateur Radio in the community;

by pursuing the basic values that are found within the 1928, W9EEA, “Amateur’s Code”, which are contained in the BARS Standard Operating Procedures Section P.

No part of the resources, and/or property, and/or net earnings of the corporation, if any, shall inure to the individual benefit of, or be distributed to, any of its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to disburse and/or transfer reasonable types of compensation for items and/or services rendered, and to make payments and distributions in furtherance of the Section 501(c)(3) purposes of the corporation.

No substantial part of the activities of the corporation shall be the engagement in propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or

intervene in (including the publishing or distribution of statements by) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, BARS shall not participate in, or contribute in any form to, any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Federal tax code).

ARTICLE I.

NAME

The corporation as established and governed by these articles shall be named the "*Bluegrass Amateur Radio Society, Inc.*" (otherwise known as BARS).

ARTICLE II.

DURATION

The Bluegrass Amateur Radio Society, Inc., shall have perpetual duration.

ARTICLE III.

OBJECTIVES

The objectives for which the Bluegrass Amateur Radio Society, Inc. is formed shall include but not be limited to:

1. Providing education and leadership in the field of Amateur Radio.
2. Planning, preparing, and practicing for general public service, plus emergency and disaster Amateur Radio communications, and providing and coordinating such Amateur Radio communications in time of need with local, state, or national agencies, such as the American Red Cross and the Salvation Army, Disaster and Emergency Management, U.S. Weather Service, and others as appropriate.
3. Providing operating and technical assistance to, plus the open exchange of knowledge and experience in Amateur Radio and allied and related subject matters with, BARS members and other interested individuals and groups.
4. Collaborating and coordinating and continuously maintaining our active affiliation with the American Radio Relay League (ARRL) of Newington, Connecticut, the national non-commercial organization of radio amateurs, in support of their mission: "To advance the art, science, and enjoyment of Amateur Radio".

To facilitate these objectives, BARS shall:

1. Have members and officers;
2. Convene meetings;

and may:

1. License and operate one or more Amateur Radio stations;
2. Publish an informational newsletter;

3. Host, sponsor, and present courses of instruction;
 4. Participate in various other activities, including fund raising;
- that, with the agreement of a majority of its members, are considered necessary and desirable to support and promote its purposes.

ARTICLE IV.

ORGANIZATION

A. Board Composition.

There shall be a Board of Directors of BARS. This board shall consist of seven (7) qualified members elected by the membership: President, First Vice President, Second Vice President, Secretary, Treasurer, and two(2) Directors-at-Large, in that order of succession. (Whenever “He” is mentioned, it is understood to also mean “She”, and likewise “His” is to mean “Her”, as applicable. A chairperson or chair may be male or female.)

1. Duties, Responsibilities, and Limitations of the Board.

- a. The Board shall have general governance of the affairs of BARS between BARS meetings, fix the hour and place BARS meetings, make recommendations to BARS membership for approval and acceptance by motion and vote, and perform such other duties as are specified in these Bylaws.
- b. The Board shall be subject to the orders, approved by motion and vote, of a majority of a quorum of BARS membership on matters that, in the opinion of the Board, do not jeopardize the reputation, financial or physical security, or existence of BARS, other than dissolution found in Article XV. In such exceptional cases, the presiding officer at assemblies of the membership (see Article X.A.1&2) may postpone the voting on those types of motions in order to refer the proposition to the Board and at least one of the permanent committees, for them to consider the consequences of the proposal(s), after which the Board of Directors will report the expected effects of the motion, plus the Board’s recommendation, to BARS membership for further debate and action.

None of the acts of the Board of Directors shall conflict with proper and justifiable decisions taken by BARS.

An approved motion will take effect immediately, or within a practical time-frame, or at a reasonable time as specified in the approved motion.

An approved motion may be challenged at the time of the vote, which will halt its adoption for one meeting cycle (of typically one month). The appeal process for any disputed motion approved by BARS is found in the BARS Standard Operating Procedures IV.A.1.b.

- c. The Board shall endeavor to act as responsible stewards of the economic resources of BARS in such ways to consistently maintain its financial viability through reliable and prudent fiscal management, based on budgetary processes and monetary reserve provisions found in the BARS Standard Operating Procedures IV.A.1.c.
- d. The Board shall secure adequate amounts and types of insurance to reasonably protect BARS as an entity, plus its officers and members in their capacities as such, from legal liabilities and jeopardy, as well as BARS shared, occupied, and owned properties from physical damages and losses.

2. Board Meetings.

Meetings of the Board of Directors shall be conducted in accordance with Article X.B, unless otherwise ordered by the Executive Committee in extraordinary situations.

B. Permanent Committees.

There will be three permanent committees made up of members of the Board of Directors. These committees may, at their discretion and with full disclosure, consult with and solicit the advice of others from either inside or outside of the BARS organization. Actions taken by the

Permanent Committees will be reported at the next Open Board Meeting of the Board of Directors.

1. Executive Committee.

The Executive Committee will take action on behalf of, and subject to ratification by, the Board of Directors in urgent matters where an Open Board Meeting of at least a quorum of the Board of Directors is not possible. The Executive Committee will consist of the President as chair, the Treasurer, and a Director-at-Large. Its quorum will be two(2) of its Committee members, one of whom must be the President. The financial and monetary decisions and actions of the Executive Committee shall be limited to the restrictions found in the BARS Standard Operating Procedures IV.B.1.

2. Finance Committee.

The Finance Committee will make recommendations to the Board of Directors for an annual operating budget, plus the ways and means for funding BARS activities. The Finance Committee will consist of the Treasurer as chair, plus a Vice President and a Director-at-Large (neither of whom is on the Audit Committee). Its quorum will be two(2) of its Committee members, one of whom must be the Treasurer.

In instances of the Treasurer's occasional and temporary absence or inability to perform his responsibilities, one(1) of the other two(2) members of the Finance Committee may be called upon--at the discretion of the President--to assume the Treasurer's duties for a specified transitory period of time in order to sustain normal, routine, and customary BARS business. If disbursements of funds cannot be delayed until the Treasurer is available, then the President shall be authorized to conduct the financial transactions found in the BARS Standard Operating Procedures IV.B.1.

3. Audit Committee.

The Audit Committee shall, at least annually, review and report on the condition and correctness of the BARS financial records, by itself or with the assistance of an external and independent professional accounting service. The audit committee will consist of the Secretary as chair, plus a Vice President and a Director-at-Large (neither of whom is on the Finance Committee). Its quorum will be two(2) of its Committee members, one of whom must be the Secretary.

In instances of the Secretary's occasional and temporary absence or inability to perform his responsibilities, one(1) of the other two(2) members of the Audit committee may be called upon--at the discretion of the President--to assume the Secretary's duties for a specified transitory period of time in order to sustain normal, routine, and customary BARS business.

C. Standing Committees and Ad Hoc Committees.

The operations and activities of the Standing and Ad hoc Committees shall be with the knowledge and approval of the Board of Directors, and consent of the Trustee when appropriate.

1. Standing Committees.

- a. Standing Committees identified and required for the continuing administrative and operational functions and activities of BARS will be proposed by the President, and approved by majority of a quorum of the Board of Directors.
- b. Administrative and Operational Standing Committee functions will be defined and detailed in the BARS Standard Operating Procedures IV.C.1.b.

- c. The Chairs of standing committees shall be current voting members appointed by the President during his term, after obtaining prior consent from those selected, and then approved by a majority vote of a quorum of the Board of Directors.
- d. The President shall not chair any Standing Committee.
- e. The President will be an ex-officio member of all Standing Committees.
- f. The Board of Directors, by a majority vote of their quorum, may discontinue, disband, combine, or re-organize any Standing Committee(s) according to, in their judgment, the best interest of BARS.

2. Ad Hoc Committees.

- a. Ad hoc committees and their chairs shall be proposed and named by the President, and approved by the Board of Directors, as needed for temporary administrative and operational functions and activities of BARS.
- b. Ad hoc committees' administrative and operational functions will be defined and detailed in the BARS Standard Operating Procedures IV.C.2.b.
- c. Upon completion of an ad hoc committee's mission, its formal termination will be recommended by the President, and accepted by a majority of a quorum of the Board of Directors.
- d. The President will be an ex-officio member of all ad hoc Committees.

D. Special Interest Groups and Service Groups.

The Board of Directors may encourage and support, and allocate BARS resources, through the approval process found in the BARS Standard Procedures IV.D, to informally organized groups of BARS members to pursue special interests or services that, in the opinion

of the Board of Directors and with consent of the current voting members, are in the best interest of BARS and support of BARS objectives.

ARTICLE V.

ELECTED OFFICERS

A. Qualifications.

Elected Officers shall:

1. Hold a current and valid FCC issued Amateur Radio Operator's License at least two(2) years before their nomination, and then during their entire term(s) of office.
2. Be a current voting member of BARS during the entire calendar year of their nomination, and then during their entire term(s) of office.
3. Be at least twenty-one(21) years of age at the time of their elections to hold the President's and Treasurer's position, and at least eighteen(18) years of age at the time of their elections to hold the other five(5) officers' positions.
4. Have attended and/or actively participated in at least eight(8) of the scheduled BARS Open General and/or Open Directors' Meetings, and/or scheduled event activities in the calendar-year of his nomination.

B. Limitations.

1. Tenure: All elected officers shall serve a term of one twelve(12)-month period beginning with the December meeting of the Board of Directors, after the December elections during the General Meeting. Each officer may be elected for an unlimited number of successive terms, except for the President. The President may not serve more than two consecutive terms of that office, and may again be nominated and elected to that office after a period of at least one(1) year out of that office.
2. Attendance: All elected positions carry with them the expectation of attendance and participation in BARS meetings and activities. If after missing a number of meetings that the

Board of Directors considers excessive, to the point of being detrimental to the functioning of BARS, an elected officer's position will be assessed by the Board of Directors per BARS Standard Operating Procedures V.B.2. Replacement of the elected officer, if necessary, will consist of a temporary appointment recommended by the Board of Directors' and approved by a majority of a quorum of voting members at a regular scheduled Open General Meeting. If warranted, a special election for the position may be held in accordance with Article VI.B.

C. Responsibilities and Duties.

1. The President shall be responsible for:

- a. Presiding and voting at each General, Special, and Directors' Meetings, or notify a Board member of his impending absence.
- b. Having a working knowledge of these Bylaws, the BARS Standard Operating Procedures, and basic parliamentary procedure.
- c. Encouraging and supporting the members and activities of all permanent, standing, and ad hoc committees in the best interests of BARS.
- d. For prior notification and approval of the Executive Committee, when representing or selecting representatives of BARS to accept speaking engagements on behalf of BARS interests, and reporting the outcome to both the Board of Directors and the membership at their following scheduled meetings.
- e. Recommending the priorities of BARS activities within the limitations of its financial, material, and membership resources, with concurrence of the Board of Directors.
- f. The disbursement of funds and other monetary transactions as granted through the current monetary approval process found in the BARS Standard Operating Procedures

IV.B.1, during the Treasurer's occasional and temporary absence or inability to perform his responsibilities.

2. First Vice President shall be responsible for:

- a. Assuming the duties of the President, except for the fiscal tasks stated in Section C.1.f of this Article, in the absence of the President.
- b. Presiding and voting at formal meetings in the absence of the President, or when the business at hand requires the President to yield the position of presiding officer.
- c. Providing Board of Directors' representation liaison with the administrative committee chairs concerning their general instructions and objectives, as defined in the BARS Standard Operating Procedures IV.C.1.b, and lending assistance to them to aid in the completion of their goals.
- d. Arranging for the permanent facilities and their appropriate physical condition for BARS regularly scheduled meetings and functions, including a center for BARS core operations.
- e. Possibly considering assuming other duties suggested by the President and the Board of Directors.

3. Second Vice President shall be responsible for:

- a. Assuming the duties of the President, except for the fiscal tasks stated in Section C.1.f of this Article, in the absence of both the President and First Vice President.
- b. Presiding and voting at formal meetings when the business at hand requires that both the President and the First Vice President must yield their position of presiding officer.
- c. Providing Board of Directors' liaison with the operational committee chairs concerning their general instructions and objectives, as defined in the BARS Standard Operating

Procedures IV.C.1.b, of the operational committees, and lending assistance to the operational committees to aid in the completion of their goals.

- d. Possibly considering assuming other duties suggested by the President and the Board of Directors.

4. The Secretary shall be responsible for:

- a. Presiding at General Open Meetings if necessary.
- b. Having available the order of business for each formal (scheduled or special) meeting of the BARS and Board of Directors.
- c. Having the agenda for all scheduled Open General Meetings placed in the BARS QUA Newsletter in time for publication and distribution prior to the Open General Meeting.
- d. Keeping an accurate and complete record of all formal meetings. The minutes of each formal meeting shall be corrected, published, and accepted, unless otherwise objected to, by the BARS membership. The minutes shall be kept on file for reference, and available for viewing as defined in the BARS Standard Operating Procedures V.C.4.d.
- e. Keeping and maintaining and having available an ongoing ledger of motions as prescribed in BARS Standard Operating Procedures V.C.4.e.
- f. Initiating and answering all official correspondence of and for the BARS, copies of which shall be kept on file, and available for viewing as defined in the BARS Standard Operating Procedures V.C.4.f.
- g. Keeping records of attendance at formal meetings.
- h. Assisting in counting votes at formal meetings.
- i. Including committee reports in minutes of formal meetings.

- j. Keeping an accurate and amended copy of these Bylaws and current BARS Standard Operating Procedures available at all formal meetings for BARS members.
 - k. Distributing an updated copy of these Bylaws and BARS Standard Operating Procedures to all members once each year. This shall occur no later than April 15th of the year, if updated or amended.
 - l. Acting as Parliamentarian in matters of conduct and order during formal meetings, in the absence of a Bylaws/Parliamentary Standing Committee. (per Robert's Rules of Order)
 - m. Acknowledging receipt of donations.
 - n. Filing the ARRL Annual Report required by ARRL affiliated clubs at the beginning of each calendar year, no later than the last day of January.
 - o. Possibly considering assuming other duties suggested by the President and the Board of Directors.
5. The Treasurer shall be responsible for:
- a. Assisting in the preparation of a budget for BARS.
 - b. Accepting membership applications, and after review for completeness, present and report the application to the Board of Directors for approval, and then to the current voting members for a vote of acceptance.
 - c. Collecting dues and assessments from the members and maintaining appropriate records available for audit.
 - d. Keeping accurate records of all financial transactions of the BARS. This shall include an inventory of financial resources, receipts for all monies received, and documented disbursements and deposits. This is to include a permanent listing, in

duplicate, of all BARS-owned equipment and any equipment loaned by BARS as prescribed by the BARS Standard Operating Procedures V.C.5.d.

- e. Preparing written and electronic financial statements and reports for all meetings following the guidelines found in the BARS Standard Operating Procedures V.C.5.e.
 - f. Making direct monetary payments in the name of BARS, documented by bona fide bills, invoices, and/or BARS Reimbursement Vouchers (found in the BARS Standard operating Procedures Appendix), as authorized by a majority of a quorum of the Board of Directors, with subsequent knowledge and approval by a majority of a quorum of the membership by the method found in the BARS Standard Operating Procedures V.C.5.f.
 - g. Filing necessary and timely forms with the Federal Internal Revenue Service (IRS) and State of Kentucky.
 - h. Accounting for and paying all applicable government taxes due by BARS resulting from financial activities and transactions.
6. The two Directors-at-Large shall be singly and/or jointly responsible for:
- a. Acting as ombudsmen to represent the interests and concerns of the membership to the Board of Directors.
 - b. Acting as spokesmen for the BARS members unable to attend the meetings.
 - c. Aiding the treasurer in maintaining an inventory of equipment owned by BARS.
 - d. Sharing in making arrangements for the areas, rooms, and equipment(s) necessary to conduct meetings and programs.
 - e. Possibly considering assuming other duties suggested by the President and the Board of Directors.

The Directors-at-Large may not vote in proxy for other BARS members.

D. Removal From Office.

Procedures for removal of an elected officer from his position, other than by loss of membership, are found in the BARS Standard Operating Procedures V.D.

ARTICLE VI.

ELECTION OF OFFICERS

- A. Regular Elections: The process for the elections of officer positions on the Board of Directors shall be as follows:
1. An ad hoc Nominating Committee composed of current voting members, but not existing Directors or eligible BARS members seeking election, shall be appointed by the President, or the presiding officer, in October at the regular scheduled general Open General Meeting.
 2. The Nominating Committee shall contact all members who are eligible to hold office, and report a slate of candidates to the membership at the November Open General Meeting. Additional candidates who are eligible to hold office may be nominated by a current voting member from the floor at the November regular scheduled Open General Meeting. The November regular scheduled Open General Meeting is to be announced and publicized as the "Nominations" meeting. Candidates may be nominated for the absent current voting members by the Directors-at-Large, if they have written request to do so from the candidate and the absent nominator. The slate of candidates for offices shall be accepted and nominations closed by a motion and majority vote of a quorum of the members present at the November "Nominations" Meeting.
 3. The election ballot shall be mailed, with an addressed envelope for the return of the ballot, to all current voting members of record as of the end of the November regular scheduled Open General Meeting, at least fourteen(14) days prior to the December regular scheduled Open General Meeting date. The December regular scheduled Open General Meeting is to be announced and publicized as the "Elections" meeting. The ballot must be returned in the original return envelope to BARS by mail or delivered in the original sealed addressed return

envelop and received as of the start of the regular scheduled December Open General Meeting, at which time the ballots will be counted and election results declared.

4. Provisions for "Write-in" candidates will be provided on the ballots. "Write-in" candidates must meet the qualifications for elected office.
5. The Nominating Committee shall have the sole responsibility for preparing, mailing and counting the ballots. The Nominating Committee shall be supported in this activity by the Board of Directors, in making available those resources necessary by the Committee in fulfilling its obligations.
6. Neither the existing elected officers nor any of the nominees shall be involved with viewing or counting of the ballots.
7. A simple majority of the total of the valid ballots received is required to elect the candidate for that officer's position.
8. If no ballots are received for any one of the open officers' positions, then the current President or President-elect shall call for an eligible member to temporarily occupy the vacancy until a special election can be called per Section B of this Article to fill that empty office.
9. In the case of a tie vote for a position, the selection for that position will be decided by a flip of a fair coin witnessed by the members present at the December "Elections" Meeting.
10. Challenges to election results will be handled by ways found in the BARS Standard Operating Procedures VI.A.10.
11. The newly elected officers will assume their responsibilities at the beginning of the regular scheduled December Open Board Meeting.

B. Special Elections

Upon recommendation of the Board of Directors, vacancies of officers' positions occurring between elections shall be filled by a special election, that shall be decided by nomination, motion, and vote of a majority of a quorum of current voting members present at the next regular Open General Meeting after the Open General Meeting at which the vacancy is declared by the Board of Directors.

ARTICLE VII.

TRUSTEE

- A. The Trustee shall be responsible for all licensing requirements for Amateur Radio stations owned and operated by BARS, plus the frequency coordination of Amateur Radio repeater systems owned, operated, and licensed by BARS, and the safe, legal, and appropriate operational compliance of any and all Amateur Radio transmitting stations owned and operated by BARS under its licenses in accordance with FCC Rules and Regulations, Part-97, of the Communications Act of 1934 as amended.
- B. The Trustee shall hold at least a valid General Class Amateur Radio Operator's License at the time of his appointment, plus be a current voting member of BARS for at least twenty-four(24) continuous months before his appointment, and then maintain these qualifications during his term of appointment.
- C. The Trustee will be considered the effective Station Control Operator of the Amateur Radio transmitting stations owned and licensed by BARS unless he (the Trustee) designates an alternative and temporary station control operator which will be shown in the stations' records during transmissions. The guidelines for the operations of the Amateur Radio transmitting stations owned and licensed by BARS are found in the BARS Standard Operating Procedures VII.C.
- D. The Trustee will be named by the Board of Directors, with the selectee's prior knowledge, consent, and understanding of the long-term commitment required of the position, plus the approval of a majority vote of a quorum of the Board of Directors, and then introduced to BARS membership at the next scheduled Open General Meeting after the appointment for confirmation by a majority of a quorum of those present.

- E. The Board of Directors will solicit and consider the Trustee's advice. Decisions and actions by the Board of Directors concerning operations of amateur radio transmitting stations licensed to BARS will require the concurrence of the Trustee.
- F. The Trustee's appointment is indefinite. A new Trustee will be named in the event of the current Trustee's:
 - 1. Loss of membership;
 - 2. Lapse and/or expiration of current Amateur Radio Operator's License specified in Part-B of this Article;
 - 3. Voluntary resignation from the appointment presented in writing to, and accepted by, the Board of Directors;
 - 4. Incapacity leading to the inability to fulfill the terms of this Article due to personal reasons for whatever cause, after consideration by the Board of Directors;
 - 5. Failure to fulfill and meet the terms of Part-A of this Article after a review by the Board of Directors.

ARTICLE VIII.

STANDARD OPERATING PROCEDURS

A set of Standard Operating Procedures (SOP's) will be established to prescribe the routine normal and reasonable legal, safe, and appropriate methods for the administration of BARS policies and objectives found in the Bylaws.

The Standard Operating Procedures will be dynamic in nature and be revised as needed to provide the details for the continuous implementation of the goals and functions of BARS.

The Standard Operating Procedures will be outside of the constitution of the Bylaws to allow for an orderly and expedient adoption. The Standard Operating Procedures shall be jointly developed with consideration from the BARS members, the Board of Directors, and the Trustee by a method found in the BARS Standard Operation Procedures VIII. The recommended Procedure(s) will then be published periodically in the BARS QUA Newsletter at least one month before an Open General Meeting where the proposed Procedures will be presented for approval by a majority of a quorum of the current voting membership of BARS in attendance at the subsequent regular scheduled Open General Meeting.

The Standard Operating Procedures may necessitate annotations to these Bylaws required for cross-referencing between the two documents. Such annotations will not change the substance of the Bylaws and will not require a re-approval of the Bylaws per Article XIV.

ARTICLE IX.

PARLIAMENTARY PROCEDURE

The meanings of these Bylaws and BARS Standard Operating Procedures will be based on reasonably understood and generally accepted interpretations of representative organizational conduct in the best interest of BARS. In the absence of guidelines specifically stated in these Bylaws, the most current version of Robert's Rules of Parliamentary Procedure shall apply. These (Robert's) Rules shall govern the procedures during all formal meetings that are defined in Article X. In the absence of a standing Parliamentary Committee, the Secretary will act as Parliamentarian on matters of BARS business conduct.

ARTICLE X.

MEETINGS

Formal meetings are any type of gathering of current voting members, including a member of the Board of Directors acting as presiding officer, that are defined under this Article in order to conduct BARS business. The minutes of formal assemblies of the membership of BARS, and those of the Board of Directors open to BARS members, will be recorded, reviewed and approved, and published in the BARS QUA Newsletter.

A. Assembly of the Membership of the BARS organization.

A minimum of fifteen(15) current voting members including the presiding officer shall constitute a quorum for both all scheduled Open General Meetings and Special Membership Meetings. Business brought before the body of BARS for a vote shall be decided by a simple majority of those current voting members present, when a quorum exists at the time that the meetings is called to order, and will then presume to exist until the time of proper adjournment.

In the event that a quorum does not exist when the meetings is called to order and a scheduled formal meeting cannot be convened, then the most senior elected officer present at the gathering of members shall announce that recommendations of the Board of Directors on only the business items contained on the published agenda for that meeting will be adopted by default as if ratified by bona fide motion and vote. The proceedings of such non-meetings will be recorded and reported in the BARS QUA Newsletter.

Challenges to business decisions approved by strict motion and vote, or by default, may be pursued by the method found in the BARS Standard Operating Procedures IV.A.1.b for opposition to formally accepted and passed motions.

1. Open General Meetings

- a. Regularly scheduled Open General Meetings of BARS shall be held on the first Monday of each month, at such a place and time the President and Board of Directors shall order. Open General Meeting dates may be changed by the President when holidays, inclement weather, or other reasons dictate. Re-scheduled Open General Meeting notices will be communicated to the membership by reasonable means as soon as practical in advance of such an Open General Meeting change. There shall be no restrictions on attendees to an Open General Meetings of BARS. Only current voting members of BARS may participate in BARS business decisions.
- b. The minimum agenda for an Open General Meeting, if a quorum exists will be:
 - i. Call of the meeting to order.
 - ii. Approval of the published minutes of the previous Open General Meeting;
 - iii. Presentation and approval of the current Treasurer's report;
 - iv. Presentation and approval of new membership applications recommended by the Board of Directors (if any);
 - v. Reviewing and resolving and concluding old business matters that were deferred from previous Open General Meetings in addition to voting on old business reported by the Board of Directors (if any);
 - vi. Voting on new business recommended by the Board of Directors (if any);
 - vii. Proposals for new business made by the membership in attendance or

through a Director-at-Large, to be considered by the Board of Directors at their next regular scheduled Open Board Meeting and then reported with their recommendations at a subsequent Open General Meeting (if any);

viii. Motion for proper adjournment (defined in BARS Standard Operating Procedures X.A.2.viii) at the request of the presiding officer.

The presiding officer, at his discretion, may conduct the substance of an Open General Meeting beyond the minimum agenda in the interests of BARS.

2. Special Membership Meetings.

The Board of Directors may itself call for a Special Membership Meeting, or convene one upon the written request of five(5) or more current voting members of BARS, and will designate by vote one of their members as the presiding officer. A notice of such a Special Membership Meeting shall be communicated to all BARS current voting and non-voting members-of-record ten(10) days prior to such a Special Membership Meeting by way of the BARS QUA Newsletter. The notice will contain the date, time, and location of the Special Membership Meeting, as well as its purpose and agenda. Only such business as is designated in the notice shall be transacted at the Special Membership Meeting. Decisions at Special Membership Meeting will be restricted to the current voting members of BARS in attendance.

B. Assembly of the Board of Directors.

1. A minimum of five(5) elected office members shall constitute a quorum of the Board of Directors' for decision purposes. Business brought before the Board of Directors by motion for vote shall be decided by a simple majority of the elected officers present when a quorum exists.

If a quorum does not exist then no BARS business will be transacted, and the formal

meeting of the Board will be postponed until its next scheduled gathering. If those members of the Board in attendance decide as a group to informally discuss matters relevant to BARS then the topics of the conversations will be recorded and reported at its next formal meeting.

2. Open Board Meetings:

The date, time, and place of the Open Board Meetings shall be announced and published in the BARS QUA Newsletter in advance, so that BARS members may attend, observe, and participate in open discussions at these Open Board Meetings. The Board of Directors shall meet periodically at normal times and places convenient to both the officers and BARS membership for the purposes of:

- a. Reviewing and accepting the minutes and records of the previous Open Board Meeting.
- b. Reviewing, accepting, and acting on the current Treasurers' report.
- c. Authorizing monetary payments of submitted and bona fide bills, and vouchers for reimbursement.
- d. Reviewing and accepting new applications for membership, for recommendation for approval at the next Open General Meeting.
- e. Addressing BARS members' concerns brought to the attention of the Board by BARS members addressing the Board or through a Director-at-Large.
- f. Deliberating on proposals made by BARS members during Open General Meetings;
- g. Soliciting officers' comments and concerns.
- h. Recording permanent, standing, and ad hoc committee reports.
- i. Considering and authorizing budgetary and expenditure requests for administrative and operational activities.

- j. Considering vacant officer positions, including the Trustee's position.
- k. Appointments of committee chair positions.
- l. Reviewing, resolving, and concluding old business matters that were deferred from previous Open Board Meetings.
- m. Addressing, deliberating, and taking action on new business matters concerning BARS.
- n. Planning the agenda of the monthly Open General Meetings.
- o. Long-range planning and financial budgeting as needed (see Article IV.B.2).
- p. Addressing and taking action on any other issues that may affect BARS.

Minutes of open Board Meetings will be recorded and reported in the BARS QUA Newsletter.

3. Special Board Meetings.

A quorum of the Board of Directors, with prior knowledge of the President, may convene in an extemporaneous unannounced Special Board Meetings for the specific purpose of acting only on any of Items-a,b,c,d in Section B.2 of this Article. Such meetings will be called only if a delay would not be in the best interest of BARS administrative activities. Special Board Meetings will be open to any BARS member able to attend. Minutes of such Special Board Meetings will be recorded and reported in the BARS QUA Newsletter.

4. Closed Board Meetings.

A quorum of the Board of Directors may convene in an announced scheduled, or unannounced and unscheduled Closed Board Meeting, closed to the non-elected BARS members, in order to protect issues of personal privacy and BARS reputation, with the purpose of discussing and taking action on matters pertaining to personnel, or membership, or a fiscal nature that is in the best interests of BARS. This type of Closed Board Meeting

may be called by a majority of any one of the Permanent Committees. The proceedings of such meetings will be recorded and held in confidence. The meeting's purpose, as well as the results and recommended actions (if any) that are not held in confidence, will be reported to the BARS membership at the next scheduled regular Open General Meeting.

C. Permanent Committee Meetings.

A quorum of two(2) members of the Permanent Committees may convene as needed in an announced or unannounced Permanent Committee Meetings for its defined purposes, with the advanced knowledge of both its chairman and the President. The intention and outcome (if any) of the Permanent Committee Meetings will be reported at the subsequent Open Board Meeting, and recorded in its minutes as appropriate.

D. Standing Committee, and Ad Hoc Committee, and Special Interest Group Meetings.

Any Standing or Ad Hoc Committee, or Special Interest Group, may meet as, when, and where its chair and its members consider necessary, suitable, and convenient for their purposes. Their meeting plans, and activities, should be announced in advance by way of the BARS QUA Newsletter as a courtesy to BARS members. The Committees' chairs shall inform their appropriate Vice President of their discussions, decisions, and actions for reporting to the Board of Directors, plus make relevant announcements to the membership.

ARTICLE XI.

MEMBERSHIP

A. Membership in BARS is open to any person who is interested in:

1. Amateur Radio communications;
 2. Radio communication technical information and experimentation;
 3. Wireless computer communication technology;
 4. Voluntary assistance for both public service and emergency radio communications;
- and/or
5. Other disciplines and activities allied to and supporting Amateur Radio objectives that are found in the BARS Standard Operating Procedures XI.A.5.

B. Categories of Memberships.

1. "Regular" annual membership requires a valid and recognized Amateur Radio license, and entitles full voting privileges, and will be assessed the full annual dues rate specified in the Standard Operating Procedures XII.
2. "Life" membership is a lifetime extension of annual "Regular" membership, for a one-time single pre-paid membership dues fee as found in the BARS Standard Operating Procedures XII.
3. "Honorary Life" membership may be bestowed upon persons as recommended by the President and a quorum of the Board of Directors, and voted by a majority of a membership quorum present at a Open General Meeting to recognize that person's outstanding contribution and/or efforts to Amateur Radio in general and/or BARS specifically. Honorary Life members need not hold a recognized valid Amateur Radio operator's license, and shall have full voting privileges and be exempt from annual dues.

4. "Limited" membership is available to persons not holding a valid Amateur Radio operator's license. "Limited" members will be assessed the "Regular" membership dues rate found in the BARS Standard Operating Procedures XI. but have no voting privileges. A "Limited" membership is directly converted to a "Regular" membership upon receiving an Amateur Radio operator's license.
5. "Family" membership is open to any licensed family member of a "Regular", "Life", or "Honorary Life" BARS member who resides at the BARS member's home address of record. A "Family" BARS member will have full voting privileges and the reduced dues rate found in the BARS Standard Operating Procedures XII.
6. "Honorary" membership shall have no voting privileges and may be bestowed upon a guest or visitor at the recommendation of the President and Board of Directors, and voted by a majority of a membership quorum present at an Open General Meeting.
7. "Student" membership is open to any full-time student under the age of twenty-one(21) and not eligible for a "Family" membership. All "Student" members will have the reduced dues rate found in the BARS Standard Operating Procedures XII, and only have voting privileges if holding a valid Amateur Radio operator's license.
8. Members under 18 years of age
 - a. Must have the approval of their parent(s) or legal guardian(s), indicated on their membership application.
 - b. Must be accompanied by a parent, a legal guardian, or have that person's written permission to be accompanied and supervised by a recognized, responsible, and accountable adult and/or adult youth-group leader while at BARS facilities and/or participating in BARS activities.

C. Membership Status.

A member's status is considered "current" when his applicable dues are paid through the current calendar year, plus an allowed reasonable overdue grace period of sixty(60) days from the first day of the calendar year. After expiration of the grace period, a member's status will be considered "non-current", any voting privileges attached to the member's classification will be forfeited, and the member's name will be removed from the current active membership roster after review under Section-F.1.b, of this Article.

A "non-current" member's status will be immediately restored to "current" status upon payment of the full-year applicable membership dues rate (found in BARS Standard Operating Procedures XII) in effect anytime during the calendar-year when the dues were in arrears.

After one calendar-year in "non-current" status, a former member may re-apply for membership at the full dues rate (found in BARS Standard Operating Procedures XII) in effect at the time of re-application.

D. Application for Membership.

Candidates for "Regular", "Life", "Limited", "Family", or "Student" shall be provided upon request a copy of the current Bylaws and BARS Standard Operating Procedures in advance of submitting a written application to the Board of Directors by means of the current approved membership application form found in the BARS Standard Operating Procedures Appendix. After review and approval by a majority of a quorum of the Board of Directors at their Open Board Meeting, the application shall be submitted for acceptance at the next Open General Meeting. Membership shall be granted by simple majority vote of approval by a quorum of the members present at the Open General Meeting.

E. Rights and Privileges and Responsibilities of Membership.

1. Each member will be issued a membership identification card as a receipt for a paid membership dues-year.
2. All members of BARS, other than honorary members, shall have upon request access to current copies of the Bylaws and BARS Standard Operating Procedures, and shall be notified of and have access to revised copies of these two documents by April 15th each succeeding year, if updated or amended, or within a reasonable time after adoption.
3. Members shall have access to, and use of, BARS facilities, plus participation in BARS activities and events in accordance with the provisions in the BARS Standard Operating Procedures XI.E.3.
4. Any member, while exercising following proper decorum, will be recognized in order to address the chair and attendees on matters of concern during Open or Special BARS Meetings.
5. Members' personal identifiable information contained on the membership application will not knowingly be used, shared, or disclosed by BARS, for any reason outside of BARS, without the member's express written permission -- except as may be required by the American Radio Relay League (ARRL) to maintain BARS's club affiliation with the ARRL.
6. All members are personally accountable for their actions. Members are expected to act in civil, respectful, and acceptable manners found in the BARS Code of Conduct contained in the BARS Standard Operating Procedures XI.E.6 while on BARS premises and/or during BARS activities.
7. Any member may resign his formal association and status with the BARS organization at his discretion, at any time, without reason or prejudice (per Robert's Rules). The resigning

member forfeits any and all prorated and prepaid dues for the current or following calendar year(s).

F. Loss of Membership (including elected officers).

1. Membership in the BARS organization may revoked -- after review by the Board of Directors -- for:
 - a. Failure to abide by the current Bylaws of BARS in effect:
or
 - b. Lapse of dues payment defined in Section-C of this Article;
or
 - c. For actions leading to the revocation of an Amateur Radio license by proceedings of the FCC, or by actions resulting in fines imposed by the FCC, both in violation of FCC Rules and Regulations.
 - d. A conviction of a felony crime.
2. Loss of membership will entail forfeiture of any paid dues, and loss of any elected and/or appointed positions.
3. Removal of membership status will be initiated by the Board of Directors in accordance with BARS Standard Operating Procedures XI.F.3.
4. Any person whose membership has been withdrawn may appeal such action in accordance with BARS Standard Operating Procedures XI.F.4.

ARTICLE XII.

DUES

BARS shall assess or levy dues upon its members. These monies are to be used for the normal and reasonable operating expenses of BARS. The amounts assessed shall be recommended by a majority of a quorum of the Board of Directors, and approved by a majority of a quorum of members at either a Open General or Special Membership of BARS. The current dues rate schedules will be contained in the BARS Standard Operating Procedures XII.

Paid dues are non-refundable.

ARTICLE XIII.

DONATIONS, FUND RAISING, and OBLIGATIONS

A. Donations.

BARS may agree to receive from, and grant to, individuals, groups, and organizations, considered acceptable to a majority of a quorum of the Board of Directors, solicited and unsolicited donations that are directly associated with and support the Amateur Radio activities, and needs, purposes, and objectives of BARS.

The status of all donation-type activities will be reported to the BARS membership.

1. To BARS.

a. Monetary Donations.

BARS will accept designated or un-designated monetary donations for previously identified and approved BARS current and future projects and activities, or for the normal and reasonable administration and operation of routine BARS activities as determined by a majority of a quorum of the Board of Directors.

Any monetary contributions specified for purposes that are not, in the opinion of a majority of a quorum the Board of Directors, in the direct needs or best interests of BARS, shall be declined -- as shall those monetary donations intended to influence activities of BARS not related or allied to the organization's purposes and objectives.

Monetary donations accepted by BARS will not be returned.

b. Non-monetary Donations of Physical Items and Radio-Communications-Related Equipment.

i. Agreement by BARS to accept tangible non-monetary donations without attached conditions implies the physical items become the property of BARS. The future

disposition of the physical items is at the discretion of a majority of a quorum of the Board of Directors. Un-restricted tangible non-monetary donations accepted by BARS will not be returned.

- ii. Tangible non-monetary donations with any attached conditions will be regarded as a proposed obligation to BARS. A majority of a quorum of the Board of Directors shall decide as to their utility and benefit to BARS, and may accept or decline the offered restricted donation.

c. Donations of Professional Services.

The Board of Directors shall evaluate the utility and benefit to BARS of professional services offered to BARS without charge, and may accept or decline the offered consideration.

- d. All donations received by BARS will be acknowledged in writing by the Secretary.

2. By BARS.

Solicited or unsolicited monetary and tangible non-monetary donations by BARS shall be considered by the Board of Directors and presented to the membership of BARS, along with the recommendation of a majority of a quorum of the Board of Directors, for consent by a majority of a quorum of the membership present at a regular Open General Meeting.

B. Fund Raising.

Any and all fund raising activities by, on behalf of, or in the name of BARS shall first be approved by a majority of a quorum of the Board of Directors and then presented for ratification by a majority of a quorum of the current voting members at a regular scheduled Open General Meeting, and if approved the activity will be administered by the Treasurer and shall comply with

all local, Kentucky, and Federal rules, regulations, and laws concerning such activities by a non-profit 501(c)(3) corporation.

C. Obligations.

The BARS organization will not enter into any type of obligated financial agreements except for valid purposes approved and recommended by a super-majority of at least six-sevenths(6/7) of the Board of Directors, and then ratified by a majority of a quorum of the BARS membership in attendance at a Open General Meeting where the obligation proposal is presented.

ARTICLE XIV.

BYLAWS CHANGES

Proposals for amendments and/or changes to the current adopted Bylaws shall be submitted in writing at a regular scheduled Open General Meeting, and published in the newsletter immediately following that meeting and prior to the next regular scheduled Open General Meeting. In that interim, a majority of the full Board of Directors shall examine the proposed amendments and/or changes to the current Bylaws and recommend their position concerning the effects and consequences, in part or in whole, of the proposals on the BARS organization and operations. These recommendations will be presented at a subsequent regular scheduled Open General Meeting, which will be announced and publicized as the "Bylaws Reading Meeting". An open discussion at this "Bylaws Reading Meeting" will debate the merits of the proposed Bylaws amendments and/or changes. If a quorum of current voting members is in attendance, the presiding officer will recommend to proceed with a motion and vote to place the proposed Bylaws amendments and/or changes, as-is on a general election-type ballot, to be distributed to the current voting members of record as of the end of that meeting by mail at least fourteen(14) days before the next Open General Meeting, which will be announced and publicized as the "Bylaws Vote Meeting".

If the proposed Bylaws amendments and/or changes are accepted by such motion and vote, then the Secretary shall mail the ballots and include an addressed return envelope at least fourteen(14) days before next Open General Meeting. The ballots must be returned to BARS by mail or otherwise delivered in the original sealed addressed return envelope as of the start of the "Bylaws Vote Meeting", at which time the ballots will be counted and the results declared.

The proposed amendments and/or changes to the current adopted Bylaws will be implemented and become effective at the end of this “Bylaws Vote Meeting”, or as otherwise specified, after receiving a majority vote consisting of at least two-thirds(2/3) of the returned ballots

If the proposed Bylaws amendments and/or changes are not accepted by motion for vote by ballot, then they are to be returned to the Board of Directors for modifications and presented again at a subsequent “Bylaws Reading Meeting” when the approval process above will be re-initiated.

The Bylaws may be annotated at any time for the purposes of cross referencing changes and updates to the Standard Operating Procedures. Such annotations will not change or amend the substance of the Bylaws, and will not require the Bylaws approval process stated above. The Bylaws Revision Date will indicate sequential changes to annotations.

Likewise, any typographical errors or grammatical errors found after adoption of the revised Bylaws, that do not change or amend the substance of the Bylaws, may be corrected without prior approval, but with notification to the Board of Directors and reported to the membership of BARS.

ARTICLE XV.

DISSOLUTION

If it is determined, after recommendation by a majority of a quorum of the Board of Directors, that BARS can no longer function as organized, a proposal will be placed before a quorum of the current voting members (if it exists) in attendance at a regular scheduled Open General Meeting or a Special Membership meeting for a motion to:

2) Authorize persons to be responsible for the dissolution proceedings;

and

3) Vote on dissolving BARS.

If the motion is accepted, then a date within thirty (30) days will be scheduled by the Board of Directors for a Special Membership Meeting to be announced and publicized as the “Dissolution Meeting”. If a quorum is not present at this meeting then the Board of Directors will proceed as if the proposed motion for dissolution was accepted and approved.

A “Dissolution of BARS” ballot shall be mailed with an addressed return envelope to all current voting members of record as of the date of the accepted motion, at least fourteen(14) days prior to the scheduled “Dissolution Meeting”. The ballots must be returned in the original addressed return envelope to BARS by mail, or delivered in the original sealed addressed return envelope as of the start of the “Dissolution Meeting”, at which time the ballots will be counted and the results declared.

Dissolution shall require a majority of at least two-thirds(2/3) of valid ballots received.

If the vote approves the dissolution of the BARS formal organization, then the affairs, equipment, properties, and monies of BARS will be settled in a timely manner as described below:

1. The current Trustee will be responsible for the cancellation of all Amateur Radio Station Licenses assigned to BARS with the Federal Communications Commission (FCC).

2. All legal and valid liabilities and obligations and claims and applicable government taxes of and against the BARS corporation shall be paid and discharged, or adequate provisions shall be made thereof.
3. The Kentucky Secretary of State will be notified of the dissolution of the Bluegrass Amateur Radio Society, Inc., as a 501(c)(3) entity.
4. Assets held by the BARS corporation requiring return, transfer, or conveyance, because of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
5. All physical assets held by the BARS Corporation that may be used for educational, scientific, or Amateur Radio purposes, shall be offered by donation to any interested non-profit Amateur Radio Club organizations.
6. Any monetary assets remaining after completion of dissolution shall be donated to the Bluegrass Chapter of the American Red Cross.
7. All other physical items held by the BARS Corporation shall be donated to any interested non-profit organization(s), or recycled, or discarded as refuse if unwanted.

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